In the Supreme Court of the United States

OCTOBER TERM, 1954

No. 99

THE UNITED CORPORATION, PETITIONER

v.

SECURITIES AND EXCHANGE COMMISSION

ON PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT

BRIEF FOR THE SECURITIES AND EXCHANGE COMMISSION IN OPPOSITION

OPINIONS BELOW

The opinion of the Court of Appeals (R. 88) [1] is reported in 211 F. 2d 231. The findings and

[1] References preceded by a letter "R" refer to the document labelled "Appendix to Petitioner's Brief," pages 1a to 45a, or to the record of the proceedings in the court below, pages 46 to 93; references preceded by the letters "RR" refer to the document labelled "Appendix to Respondent's brief." For convenience, the petitioner sometimes will be referred to as "United," the respondent as "the Commission ," Public Service Corporation of New Jersey as "Public Service," Public Service Electric and Gas Company as "PEG," and the Public Utility Holding Company Act of 1935 as the "Act."

opinion of the Securities and Exchange Commission (R. 26a), Holding Company Act Release No. 12,000, are unreported.

JURISDICTION

The judgment of the Court of Appeals was entered on February 26, 1954 (R. 93). The petition for a writ of certiorari was filed on May 27, 1954. The jurisdiction of this Court is invoked under 28 U. S. C. 1254(1) and 15 U.S.C. 79x.

QUESTION PRESENTED

Did the court below correctly affirm the Securities and Exchange Commission's decision that a registered holding company may not recover from a subsidiary company the fees and expenses paid by the parent company in connection with the reorganization of the subsidiary?

STATUTE INVOLVED

The pertinent provisions of the Public Utility Holding Company Act of 1935 are set forth in the Appendix, *infra,* pp. 18-21.

STATEMENT

The United Corporation, a registered holding company under the Public Utility Holding Company Act of 1935, seeks review of a judgment affirming an order of the Securities and Exchange Commission which disallowed United's claim for reimbursement of fees and expenses incurred in the reorganization of a subsidiary company, Public Service Corporation of New Jersey, pursuant to

Section 11(e) of the Act. The services were rendered to United by persons United retained to represent its interests in the reorganization of Public Service, also a registered holding company under the Act.

In connection with its reorganization proceedings, Public Service retained its own counsel and experts in the proceedings and paid approximately $1,300,000 in fees and expenses. These fees and expenses have been approved by the Commission. United seeks to compel PEG, successor in reorganization of Public Service, to pay in addition the fees and expenses incurred by United.

Public Service, organized in 1903,[2] was exclusively a holding company owning substantially all the voting securities of four public utility companies, chief of which was Public Service Electric and Gas Company, engaged in the electric and gas utility business in the State of New Jersey.

United, a Delaware corporation, was organized in 1929 by representatives of several large public utility holding companies including The United Gas Improvement Company[3] and Public Service. In 1935, when the Act was passed, United and UGI each held more than 10% of the voting securities of Public Service.

Prior to 1942, Public Service sought to avoid regulation and reorganization under the Act by applying to the Commission for an order, under

[2] *Public Service Corporation of New Jersey*, 10 SEC 89, 94-96 (1941).

[3] For convenience referred to as UGI.

Section 2(a)(8), declaring that it was not a subsidiary of either company on the ground that it was not controlled by or subject to the controlling influence of either. The Commission denied the application [4] and its decision was affirmed.[5] United and UGI also sought unsuccessfully to maintain their interests in Public Service, United through the filing of a plan proposing the retention of just under 10% of the outstanding voting securities of Public Service, and UGI through the contention that its Public Service holdings were retainable. UGI abandoned its contention,[6] and consummated a plan whereby its holdings in Public Service were distributed to its own stockholders including United. After the 1943 distribution of UGI holdings of Public Service common stock, pursuant to the reorganization of UGI under the Act,[7] United owned 28.03% of the common stock of Public Service, carrying 21.65% of the voting power. On August 14, 1943, the Commission disapproved the United plan, and directed United to recapitalize with common stock only and to cease to be a holding company.[8]

United then commenced a program for compliance involving generally the use of the securities

---

[4] *Public Service Corporation of New Jersey*, note 2, *supra*.

[5] *Public Service Corporation of New Jersey* v. *SEC*, 129 F. 2d 899 (C.A. 3), certiorari denied, 317 U.S. 691.

[6] See *The United Gas Improvement Company*, 12 SEC 1080, 1089 (1943).

[7] *Ibid.*

[8] *The United Corporation*, 13 S.E.C. 854.

which United would receive through Section 11 reorganizations of its major subsidiaries to retire its own preference stock. The ultimate success of United's program, partly achieved in 1944,[9] depended in large measure on substantial compliance with Section 11 of the Act by three subsidiaries, including Public Service.[10]

Beginning in the latter part of 1943, United pressed for a reorganization of Public Service in order to forward its own program for compliance with Section 11, and at one point threatened to bypass the Public Service management and file its own Section 11(e) plan for the reorganization of Public Service (RR. 54a-56a).

As a result of the demands of United, the Public Service board, in December 1945, appointed Hickey, the President of United, a member of a committee of four directors to press for a reorganization plan (RR. 57a).

In June 1946, the Commission instituted proceedings directed to Public Service, its subsidiaries and United to determine the steps, if any, necessary to bring the Public Service system into compliance with Sections 11(b)(1) and 11(b)(2) of the Act.[11] The order also revoked an exemption

---

[9] In 1944 United distributed the common stock of Philadelphia Electric Company received in the 1943 reorganization of UGI, together with cash, to retire approximately 45% of United's outstanding preference stock. See *The United Corporation*, 17 SEC 404, affirmed, *sub nom. Phillips* v. *SEC*, 153 F. 2d 27 (C.A. 2), certiorari denied, 328 U.S. 860.

[10] See *The United Corporation*, 18 SEC 35, 41.

[11] Holding Company Act Release No. 6693 (June 12, 1946).

from certain provisions of the Act which Public Service had obtained under the provisions of the Commission's Rule U-12. On August 15, 1946, Public Service, which had registered as a holding company shortly before that date,[12] filed a plan pursuant to Section 11(e) of the Act.

Public Service, under the terms of the plan, was to be dissolved. The claims of its public security holders were to be satisfied by exchange of their securities for new securities to be issued by PEG. Negotiations on various aspects of the plan followed throughout 1946 and continued well into 1947. As a result of these negotiations, on June 4, 1947, all parties actively participating in the proceedings reached an agreement increasing allocations to the Public Service preferred stockholders. The plan was amended to incorporate the agreement, was approved by the Commission,[13] and was approved and enforced by the United States District Court for the District of New Jersey. (RR. 1a, 21a, 22a.) [14]

In approving the plan, the Commission specifically retained jurisdiction over all fees, expenses and liability for other remunerations incurred and to be incurred in connection with the plan and the transactions incident thereto (RR. 22a). The order

---

[12] Prior to its registration in 1946, Public Service had been subject to the Act only because of its status as a subsidiary of United.

[13] *Public Service Corporation of New Jersey*, Holding Company Act Release No. 7964 (December 20, 1947), 27 SEC 682 (1948).

[14] *In re Public Service Corporation of New Jersey*, unreported, D. N.J., Civil Action No. 11105, March 19, 1948.

of the District Court enforcing the plan directed Public Service or its assignee to pay such fees and expenses in connection with the plan or the proceedings with respect thereto as the Commission would determine, award, allow, or allocate (RR. 22a).

On September 24, 1948, United filed an application with the Commission requesting an order of the Commission authorizing United to pay $33,580.56 for fees and expenses incurred in the reorganization of Public Service and directing PEG (as successor to Public Service) to repay that amount to United. (R. 4a-9a). The major item for which United requested reimbursement was the combined fee and disbursements for legal services rendered by United's counsel, the firm of Whitman, Ransom, Coulson and Goetz (R. 11a).[15]

On June 16, 1953, the Commission issued its findings and opinion and order approving the proposed payments by United, but disallowing the claim of United against PEG. The Commission found that United as a registered holding company had a statutory duty to bring its system into compliance with the Act, and that United's participation in the Public Service reorganization was actually in furtherance of its own compliance with Section 11 as well as to protect its investment in the subsidiary.[16]

---

[15] The firm name has since been changed to Whitman, Ransom & Coulson.

[16] Public Utility Holding Company Act Release No. 12,000 (R. 26a).

On August 7, 1953, United filed a petition for review in the United States Court of Appeals for the Third Circuit (R. 46). On February 24, 1954, the Court of Appeals for the Third Circuit affirmed, stating (R. 92-93):

> In our judgment the Commission's decision was in accordance with the high purpose of Section 11(e) and founded upon substantial evidence.

ARGUMENT

The decision of the court below is correct and is in conformity with the decisions of other courts which have decided the same question.

1. The decision of the court below denying United reimbursement for fees and expenses incurred in the reorganization of its subsidiary under Section 11(e) of the Act is in conformity with specific holdings of courts in the First, Second, and Eighth Circuits which have passed upon the question. *In the Matter of Eastern Gas and Fuel Associates,* 120 F. Supp. 460 (D. Mass.), appeal pending, C.A. 1, No. 4853; *In re Niagara Hudson Power Corp.,* 114 F. Supp. 683 (N.D. N.Y.), appeal pending, C.A. 2, No. 3476; *In re Northern States Power Company,* 119 F. Supp. 331 (D. Minn.), affirmed *sub nom. Standard Gas and Electric Co.* v. *SEC et al.,* 212 F. 2d 407 (C.A. 8).

In re Electric Power and Light Corporation, 210 F. 2d 585 (C.A. 2), cited by petitioner, is not in conflict with the decision below. The issue decided by the court below was not involved in the court proceedings, but was presented in the fee proceed-

ings before the Commission. Electric Bond and Share Company, like United, had participated in the reorganization of Electric Power & Light Corp., a subsidiary holding company, and sought reimbursement of the fees and expenses incurred in connection therewith. The Commission, as in the instant case, denied the application for reimbursement. Bond and Share did not contest that denial in the court proceedings.

The sole ruling of the Court of Appeals in that case, that the Commission was without jurisdiction to pass upon the amount of the fees and expenses payable by the parent holding company from its funds to a financial adviser, is believed by the Commission to be wrong,[17] but involves no conflict with the holding of the court below in this case. Indeed, the significance of *In re Electric Power and Light Corporation* for this case is that there the Court of Appeals for the Second Circuit took for granted the Commission's power to deny Bond and Share's claim for reimbursement by its subdsidiary, stating:

> Thus it was plainly within the jurisdiction of the Commission to deny in the exercise of sound discretion the application of Drexel and Company, for the allowance of its fee to be paid by Electric for services rendered Bond and Share, and no one questions that. As much is true, of course, in respect to the application

[17] A petition for a writ of certiorari seeking a review of the judgment of the United States Court of Appeals has been filed. *SEC* v. *Drexel and Co.*, 210 F. 2d 585 (C.A. 2), petition for a writ of certiorari pending, October Term (1954) No. 153.

of Bond and Share for allowance to be paid by Electric.[18]

2. The Commission's order disallowing United's claim for reimbursement of fees and expenses incurred in the reorganization of Public Service pursuant to Section 11(e) of the Act was a proper administrative decision, correctly affirmed by the court below on review pursuant to Section 24(a) of the Act.

Allowance of fees is one of the large areas of discretion "committed by the Act to that judgment [of the Commission]," *SEC* v. *Central-Illinois Securities Corp.*, 338 U.S. 96, 126; *Standard Gas & Electric Co.* v. *SEC, supra,* at p. 411; *In re Niagara Hudson Power Corp., supra* at p. 685. The Commission's authority to pass upon allowance of fees and expenses in Section 11(e) proceedings is found in Sections 11(e) and 11(f) and 7, 10, and 12 of the Act. Moreover, the petitioner here does not challenge the Commission's jurisdiction to pass upon such allowances.

During the entire course of its administration of Section 11 of the Act, the Commission has passed upon claims of registered holding companies to be reimbursed for services rendered in connection with the reorganization of their subsidiaries. In passing upon such cases, the Commission has developed on a case-to-case basis the general policy of requiring registered holding companies to pay their own expenses incurred in reorganizations of

---

[18] *In re Electric Power and Light Corporation, supra,* p. 588.

their subsidiary companies, including the fees of lawyers and experts they retain.[19]

Under Section 11(b) of the Act, United, as a registered holding company, was charged with the duty of bringing its holding company system into compliance therewith. This statutory obligation was reinforced by the Commission's 1943 order directed to United.[20] United's compliance with that order depended in part upon a reorganization of Public Service that would also bring Public Service into compliance with Section 11(b).

United recognized the necessity for compliance by Public Service as a part of its own program of compliance (RR 25a, 54a-56a). Thus, United's president, in testifying on an application for an extension of time for United's own compliance, stated:[21]

> * * * that further progress in connection with the program depends on substantial compliance with Section 11 of the Act by the major

---

[19] *Northern States Power Co.*, Holding Company Act Release No. 11145 (April 8, 1952), approved on that point, *In re Northern States Power Company, supra*, affirmed *sub nom. Standard Gas and Electric Co.* v. *SEC, et al., supra; Electric Power and Light Corporation*, Holding Company Act Release No. 11175 (April 21, 1952); *Portland Gas and Coke Company*, Holding Company Act Release No. 11560 (October 31, 1952); *Niagara Hudson Power Corporation*, Holding Company Act Release No. 11667 (January 14, 1953), approved, *In re Niagara Hudson Power Corp., supra; Eastern Gas and Fuel Associates*, Holding Company Act Release No. 11954 (May 29, 1953), approved on that point, *In re Eastern Gas and Fuel Associates, supra.*

[20] *The United Corporation*, 13 S.E.C. 854.

[21] *The United Corporation*, 18 S.E.C. 35, 41.

subsidiaries of United: namely, Columbia Gas & Electric Corporation, Public Service Corporation of New Jersey and Niagara Hudson Power Corporation.

The Public Service reorganization was of special benefit to United—and this wholly separate from benefits which United shared pro rata with other stockholders. As the Commission found (R. 37a), the primary purpose of United's participation was to fulfill its own statutory obligations and to obtain for itself maximum benefits from the plan. Any benefit Public Service's estate received by virtue of United's presence in the proceedings was merely incidental to this purpose. It does not seem unreasonable, under the circumstances, that United should pay its own counsel fees and expenses.[22]

The Commission's denial of United's application was not based merely upon United's status as a holding company. In arriving at its decision, the Commission considered all aspects of United: its particular status as a registered holding company under the Act; its ownership of securities representing 22% of the voting power in Public Service; its statutory right under Section 11(e) to file plans for the reorganization of Public Service; and its statutory obligation to effect such a reorganization of Public Service, in order to conform itself to the provisions of the Act (R. 35a-38a).

The Commission's conclusion represented a con-

[22] See *In re Northern States Power Company, supra; In re Niagara Hudson Power Corporation, supra.*

sidered judgment that in those circumstances it would not be fair and equitable to require Public Service to pay United's costs. It represented a policy determination in an administrative area in which the Congress has given the Commission primary responsibility[23] and which should not be disturbed unless it lacked "any rational and statutory foundation". *SEC* v. *Chenery Corp.*, 332 U.S. 194, 207.

The denial of reimbursement to United does not constitute a penalty on United nor is it a deprivation of due process. United participated actively in the management of Public Service and in the employment of counsel and experts by Public Service to conduct the reorganization (*supra*, pp. 3, 5). In addition, United chose to participate through its own counsel and experts in furtherance of its own program of compliance with the Act. Indeed it would be a penalty on the public stockholders of Public Service, who paid approximately $1,300,000 for fees and expenses incurred by Public Service, to require that they also reimburse United for expenses incurred by it to advance its own ends. The Commission's conclusion represented a reasonable classification, not arrived at arbitrarily, but based on the circumstances of the case.

The plain answer to petitioner's charge that the Commission's ruling was arbitrary, capricious and

---

[23] See discussion of Section 11 in Senate Report No. 621, 74th Congress, Report of Senate Committee on holding company bill, and statement of Senator Wheeler, Chairman of Committee, 79 Cong. Rec. 4607, March 28, 1935.

discriminatory is that prior determinations by the Commission in situations involving similar facts have established a pattern of administrative consistency by the Commission in this area.[25] As Judge Foley noted in the *Niagara Hudson* case:[26]

> Previous determinations by the Commission are in line with the decision now discussed. One determination was rendered after the decision challenged here and indicates an honest belief in and reiteration of its previous position. As always, distinctions may be made in the facts but enough similarity is present to show a consistency by the Commission, and thus answer the charge that it was capricious and arbitrary in this instance.

The petitioner's contention that controlling principles under Chapter X of the Bankruptcy Act required allowance of its claim for reimbursement is without substance. We may assume, *arguendo*, that under Chapter X the principal standard for determining the fees and expenses payable out of the reorganization estate is the benefit to the estate resulting from services rendered in the reorganization.[27] As petitioner contends, in passing upon ap-

---

[25] See note 19, *supra*.

[26] *In re Niagara Hudson Power Corp.*, *supra*, at p. 688.

[27] But see 6 Collier on *Bankruptcy* (14th Ed.; Moore and Oglebay), p. 4510:

> Services which are compensable as beneficial to the administration of the estate should not be those which merely duplicate or undertake the required duties of the officers thereof. Nor should activities undertaken by parties in the performance of some statutory obligation merit an allowance of compensation.

plications for fees and expenses, the Commission has generally followed principles governing the payment of fees and allowances in Chapter X proceedings. But petitioner has pointed to no provision of the Bankruptcy Act or the Public Utility Holding Company Act, and we are aware of none, which precludes the Commission from developing and applying additional principles and policies adapted to the peculiar problems of holding company reorganizations under the Act. Indeed, this Court has held that in the treatment of problems common to both Acts, the Commission's powers are not defined exclusively by the principles which control in bankruptcy proceedings, but may be exercised to develop new principles reasonable and appropriate to fulfill the objectives of the Holding Company Act. *S. E. C.* v. *Chenery Corp.*, 332 U. S. 194.

The Commission, in denying United's claim for reimbursement, applied to the facts of this case a Commission policy developed within its own specialized area of experience and expertise, and consistently applied in similar situations. The only question of law presented in this and similar cases is: "Does such conclusion have the necessary rational and statutory foundation to allow it freedom from judicial disturbance?" [28]

S. E. C. v. *Cogan*, 201 F. 2d 78 (C. A. 9), opinion on rehearing 201 F. 2d 82, cited by petitioner (Pet. p. 9), is not pertinent to the issue here. The question presented in that case was whether an attorney

[28] *In re Niagara Hudson Power Corp., supra*, at page 687.

had breached his fiduciary duties as such, and thus had properly been denied compensation for services rendered in a Section 11(e) proceeding. In holding the *Chenery* doctrine inapplicable, the Court of Appeals found "nothing in the situation present here which would call for any special, commission-made standard of professional ethics or of fiduciary duty," and that "if any 'expertise' was involved, it belonged to the district judge . . ."

This case does not involve an evaluation of professional services or conduct such as courts often make in other contests. We are here dealing with a determination involving specifically an aspect of the relationship between registered holding companies and their subsidiaries in Section 11(e) reorganizations, which is peculiarly within the Commission's competence.

CONCLUSION

The case was decided correctly below. The decision of the court below is not in conflict with holdings in other circuits and there is no need for further review. The petition for a writ of certiorari should be denied.

Respectfully submitted,

SIMON E. SOBELOFF,
Solicitor General.

WILLIAM H. TIMBERS,
General Counsel,

MYRON S. ISAACS,
Associate General Counsel,

THOMAS G. MEEKER,
Assistant General Counsel,
Securities and Exchange Commission.

JULY, 1954

APPENDIX

Public Utility Holding Company Act of 1935 (49 Stat. 803, 15 U.S.C. 79a *et seq.*):

Sec. 11 * * *

(b) It shall be the duty of the Commission, as soon as practicable after January 1, 1938:

(1) To require by order, after notice and opportunity for hearing, that each registered holding company, and each subsidiary company thereof, shall take such action as the Commission shall find necessary to limit the operations of the holding-company system of which such company is a part to a single integrated public-utility system, and to such other businesses as are reasonably incidental, or economically necessary or appropriate to the operations of such integrated public-utility system. * * *

(2) To require by order, after notice and opportunity for hearing, that each registered holding company, and each subsidiary company thereof, shall take such steps as the Commission shall find necessary to ensure that the corporate structure or continued existence of any company in the holding-company system does not unduly or unnecessarily complicate the structure, or unfairly or inequitably distribute voting power among security holders, of such holding-company system. * * *

* * * * *

(e) In accordance with such rules and regulations or order as the Commission may deem neces-

sary or appropriate in the public interest or for the protection of investors or consumers, any registered holding company or any subsidiary company of a registered holding company may, at any time after January 1, 1936, submit a plan to the Commission for the divestment of control, securities, or other assets, or for other action by such company or any subsidiary company thereof for the purpose of enabling such company or any subsidiary company thereof to comply with the provisions of subsection (b). If, after notice and opportunity for hearing, the Commission shall find such plan, as submitted or as modified, necessary to effectuate the provisions of subsection (b) and fair and equitable to the persons affected by such plan, the Commission shall make an order approving such plan; and the Commission, at the request of the company, may apply to a court, in accordance with the provisions of subsection (f) of section 18, to enforce and carry out the terms and provisions of such plan. If, upon any such application, the court, after notice and opportunity for hearing, shall approve such plan as fair and equitable and as appropriate to effectuate the provisions of section 11, the court as a court of equity may, to such extent as it deems necessary for the purpose of carrying out the terms and provisions of such plan, take exclusive jurisdiction and possession of the company or companies and the assets thereof, wherever located; and the court shall have jurisdiction to appoint a trustee, and the court may constitute and appoint the Commission as sole

trustee, to hold or administer, under the direction of the court and in accordance with the plan theretofore approved by the court and the Commission, the assets so possessed.

(f) In any proceeding in a court of the United States, whether under this section or otherwise, in which a receiver or trustee is appointed for any registered holding company, or any subsidiary company thereof, the court may constitute and appoint the Commission as sole trustee or receiver, subject to the directions and orders of the court, whether or not a trustee or receiver shall theretofore have been appointed, and in any such proceeding the court shall not appoint any person other than the Commission as trustee or receiver without notifying the Commission and giving it an opportunity to be heard before making any such appointment. In no proceeding under this section or otherwise shall the Commission be appointed as trustee or receiver without its express consent. In any such proceeding a reorganization plan for a registered holding company or any subsidiary company thereof shall not become effective unless such plan shall have been approved by the Commission after opportunity for hearing prior to its submission to the court. Notwithstanding any other provision of law, any such reorganization plan may be proposed in the first instance by the Commission or, subject to such rules and regulations as the Commission may deem necessary or appropriate in the public interest or for the protection of investors, by any person having a bona fide interest (as

defined by the rules and regulations of the Commission) in the reorganization. The Commission may, by such rules and regulations or order as it may deem necessary or appropriate in the public interest or for the protection of investors or consumers, require that any or all fees, expenses, and remuneration, to whomsoever paid, in connection with any reorganization, dissolution, liquidation, bankruptcy, or receivership of a registered holding company or subsidiary company thereof, in any such proceeding, shall be subject to approval by the Commission.

SEC. 24. (a) Any person or party aggrieved by an order issued by the Commission under this title may obtain a review of such order in the circuit court of appeals of the United States within any circuit wherein such person resides or has his principal place of business, or in the United States Court of Appeals for the District of Columbia, by filing in such court, within sixty days after the entry of such order, a written petition praying that the order of the Commission be modified or set aside in whole or in part. A copy of such petition shall be forthwith served upon any member of the Commission, or upon any officer thereof designated by the Commission for that purpose, and thereupon the Commission shall certify and file in the court a transcript of the record upon which the order complained of was entered. Upon the filing of such transcript such court shall have exclusive jurisdiction to affirm, modify, or set aside such order, in whole or in part. No objection to the order of

the Commission shall be considered by the court unless such objection shall have been urged before the Commission or unless there were reasonable grounds for failure so to do.

☆ U. S. GOVERNMENT PRINTING OFFICE: 1984 309197 1512

Office - Supreme Court, U
FILED
AUG 9 1954
HAROLD B. WILLEY, Cl

IN THE

SUPREME COURT OF THE UNITED STATES

OCTOBER TERM, 1954

No. 99

THE UNITED CORPORATION,
Petitioner,

v.

SECURITIES AND EXCHANGE COMMISSION,
Respondent.

REPLY BRIEF ON BEHALF OF PETITIONER, THE UNITED CORPORATION

RICHARD JOYCE SMITH,
Attorney for THE UNITED CORPORATION,
40 Wall Street,
New York 5, N. Y.

WILLIAM S. POTTER,
WILLIAM R. SHERWOOD,
BERNARD L. SANOFF,
Of Counsel.

August 5, 1954.

SUBJECT INDEX

PAGE

STATEMENT 1

The Commission's disavowal of principles established under the Bankruptcy Act 3

TABLE OF AUTHORITIES CITED

In re North American Light & Power Co., 101 F. Supp. 931, opinion on rehearing, 106 F. Supp. 686 (D. Del. 1952), *aff'd.* 202 F. 2d 638 (3d Cir. 1953), *cert. denied sub nom., S. E. C.* v. *Masterson*, 346 U. S. 818 (1953) 2

S. E. C. v. *Chenery Corp.*, 332 U. S. 194..... 3

S. E. C. v. *Cogan*, 201 F. 2d 78, 82 (9th Cir. 1951) ... 2

STATUTES

Bankruptcy Act

Chapter X, 52 Stat. 883, 11 U. S. C. A., §§ 501 *et seq.* 3

Public Utility Holding Company Act of 1935 49 Stat. 820, 15 U. S. C. A. § 79K 2, 3